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July 19, 2000

RECORDATION NO. **6939-D** FILED

JUL 19 '00 12-36 PM

75  
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated May 23, 1988, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents which was previously filed with the Commission under Recordation Number 6939.

The names and addresses of the parties to the enclosed document are:

Seller: Trust Company for USL, Inc.  
c/o Bank of America  
555 California Street  
San Francisco, CA 94104

[Buyer: Canadian National Railway Company]

A description of the railroad equipment covered by the enclosed document is:

114 flatcars within the series CN 683000 - CN 683121 not inclusive.

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Mr. Vernon A. Williams

July 19, 2000

Page Two

A short summary of the document to appear in the index follows:

Bill of Sale from Trust Company for USL, Inc., Seller, and Canadian National Railway Company, Buyer, covering 114 flatcars within the series CN 683000 - CN 683121 not inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with a stylized "R" and "A".

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 6939-D FILED

EXHIBIT A

JUL 19 '00 12-36 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

For valuable consideration, Trust Company for USL, Inc. as Trustee (hereinafter called the "Seller") under a Trust Agreement dated as of December 1, 1981 does hereby sell, assign and transfer to CANADIAN NATIONAL RAILWAY COMPANY (hereinafter called the "Buyer") all of the Seller's right, title and interest in and to the personal property described on Schedule A hereto, legal title to which personal property is currently held by the Trustee.

Said property is sold as-is, where-is, without any covenant or warranty expressed or implied, of any nature whatsoever except, however, that the Seller covenants and warrants that said property is free of all liens and encumbrances created by, through or under the Seller, other than liens and encumbrances which the Buyer is obligated to satisfy under a certain lease between the Seller, as lessor, and the Buyer, as lessee, dated as of January 31, 1973. By acceptance of said property transferred hereunder, the Buyer agrees to pay all sales and use taxes payable in connection with this sale, assignment and transfer, and any unpaid property taxes heretofore assessed or levied against said property.

Executed as of May 23, 1988.

TRUST COMPANY FOR USL, INC.

By: Hesau Wakeman

## SCHEDULE A


EQUIPEMENT SCHEDULE

<u>Serial Numbers</u>	<u>Quantity</u>	<u>Type</u>
CN 683112-683113	2	Rebuilt Flatcars
CN 683115-683121	7	Rebuilt Flatcars
CN 683000-683003	4	Rebuilt Flatcars
CN 683005-683026	22	Rebuilt Flatcars
CN 683028-683035	8	Rebuilt Flatcars
CN 683037-683053	17	Rebuilt Flatcars
CN 683055-683067	13	Rebuilt Flatcars
CN 683069-683079	11	Rebuilt Flatcars
CN 683081-683091	11	Rebuilt Flatcars
CN 683093-683111	<u>19</u>	Rebuilt Flatcars
	114	

CANADA ) TO ALL WHOM THESE PRESENTS  
 )  
PROVINCE OF QUEBEC ) MAY COME, BE SEEN OR KNOWN  
 )  
JUDICIAL DISTRICT )  
OF MONTREAL )

I, JOHN A.N. LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE** dated as of May 23, 1988, executed by Trust Company for USL, Inc., in favour of Canadian National Railway Company, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 13th day of July, 2000.

  
A Commissioner for Oaths in and  
for all judicial districts of the  
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal: JOHN LAMONT  
Commissioner for Oaths  
Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, 1995 2001